

**BALL JANIK LLP**

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. **7935-J** FILED

OCT 04 '01 **2-22 PM**

**SURFACE TRANSPORTATION BOARD**

lgitomer@bjllp.com

October 4, 2001

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of September 28, 2001. The primary document to which this is connected is recorded under Recordation No. 7935. We request that one copy of this document be recorded under Recordation No. 7935-J.

The name and address of the parties to the Memorandum of Assignment and Assumption Agreement are:

Assignor:

Heller Financial, Inc.  
500 West Monroe Street  
Chicago, IL 60661

Assignee:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 437 boxcars described in the attached Schedule 1.

BALL JANIK LLP

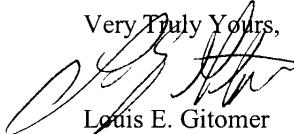
Honorable Vernon A. Williams  
October 4, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return two originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between Heller Financial, Inc., 500 West Monroe Street, Chicago, IL 60661, and GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 437 boxcars identified in the attached Schedule 1.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO. 7935-J FILED

OCT 04 '01 2:22 PM

Schedule 1  
Description of Cars

Page 1 of 2

**SURFACE TRANSPORTATION BOARD**

437 50', 70-ton boxcars equipped with double sliding doors built in 1975 by Paccar marked as follows:

CNA

554500-554505  
554507-554529  
554531-554535  
554537-554538  
554540-554562  
554564-554567  
554569-554570  
554572-554574  
554576-554578  
554580-554586  
554588-554592  
554594-554596  
554600-554601  
554606-554610  
554612-554613  
554616-554617  
554619-554622  
554624-554625  
554627-554640  
554642-554654  
554656-554658  
554660-554676  
554678-554710  
554712-554718  
554720-554723  
554727  
554735-554738  
554741-554750  
554752-554775  
554777-554783  
554787-554794  
554796-544800  
554802-554803  
554805-554821  
554823-554828  
554830-554839  
554841-554842  
554844-554859  
554862-554864  
554866-554870  
554872-554894  
554897-554917  
554919-554921  
554923-554930  
554932-554933  
554940-554947  
554950-554969

Schedule 1  
Description of Cars

Page 2 of 2

**WCTR**

100528  
100533  
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100586  
100612  
100621  
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100641  
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OCT 04 '01 2-22 PM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

dated as of September 28, 2001

between

**HELLER FINANCIAL, INC.,**  
as Assignor,

and

**GATX THIRD AIRCRAFT CORPORATION,**  
as Assignee

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**FILED WITH THE SURFACE TRANSPORTATION BOARD  
PURSUANT TO 49 U.S.C., SECTION 11301**

on September \_\_, 2001 at \_\_: \_\_.m.

## **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of September 28, 2001, by and between HELLER FINANCIAL, INC., a Delaware corporation ("Assignor"), as successor in interest to WALTER E. HELLER AND COMPANY and GATX THIRD AIRCRAFT CORPORATION, a Delaware corporation ("Assignee"), with reference to the following:

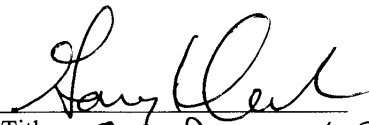
1. Assignor has agreed to sell, and Assignee has agreed to purchase, the railcars described on Schedule 1 attached hereto (the "Equipment"), pursuant to a Bill of Sale of even date delivered by Assignor to Assignee.
2. The Equipment is subject to the lease set forth on Schedule 2 attached hereto (the "Lease").
3. In connection with the sale and purchase of the Equipment, and pursuant to an Assignment and Assumption Agreement dated as of September 28, 2001, between Assignor and Assignee, (i) Assignor has agreed to assign, and Assignee has agreed to accept, all right, title and interest of Assignor in and to the Lease, and (ii) Assignee has agreed to assume all obligations of Assignor with respect to the Lease accruing after September 28, 2001.

This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one Memorandum of Assignment and Assumption Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written.

HELLER FINANCIAL, INC.

By:   
Title: *SVP - Director of Finance*

GATX THIRD AIRCRAFT CORPORATION

By: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment and Assumption Agreement to be executed as of the date first above written.

HELLER FINANCIAL, INC.

By: \_\_\_\_\_  
Title:

GATX THIRD AIRCRAFT CORPORATION

By: Thomas C. Nord  
Thomas C. Nord  
Vice President

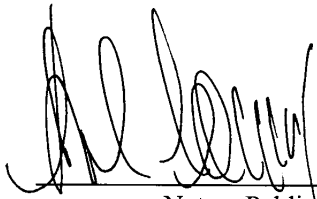


State of California                    )  
                                                  )  
County of San Francisco            )

On October 1, 2001, before me, Kathleen L. Lorang, Notary Public, personally appeared Thomas C. Nord, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



  
\_\_\_\_\_  
Notary Public

State of Illinois )  
County of Cook )

On ~~September~~ <sup>October</sup> 1, 2001, before me, Tanya M. Finn, Notary Public, personally appeared Gary Klonoski, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Tanya M. Finn  
Notary Public

Schedule 1  
Description of Cars

Page 1 of 2

437 50', 70-ton boxcars equipped with double sliding doors built in 1975 by Paccar marked as follows:

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